

Fill in this information to identify your case:

United States Bankruptcy Court for the:

NORTHERN DISTRICT OF TEXAS

Case number (if known) Chapter 11

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Firstox Laboratories, LLC

2. All other names debtor used in the last 8 years
Include any assumed names, trade names and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 85-4320939

4. Debtor's address Principal place of business Mailing address, if different from principal place of business

4850 Plaza Drive
Irving, TX 75063

Number, Street, City, State & ZIP Code

Dallas
County

P.O. Box, Number, Street, City, State & ZIP Code

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL)

6. Type of debtor
☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify:

Debtor **Firstox Laboratories, LLC**
Name

Case number (if known)

7. Describe debtor's business**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

8. Under which chapter of the Bankruptcy Code is the debtor filing?**Check one:**

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☐ No.
- ☒ Yes.

If more than 2 cases, attach a separate list.

District **South Carolina**
District _____When **3/21/23**
When _____Case number **23-00821**
Case number _____

Case number (if known)

- ☐ No
☐ Yes.

Debtor	Relationship
District	Case number, if known
When	

- Check all that apply:

- ☒ No
☐ Yes.

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other

Where is the property?

Number, Street, City, State & ZIP Code

Is the property insured?

☐ No☐ Yes. Insurance agency

Contact name

Phone

11

- Check one:

- 1-49

☐ 50-99

☐ 100-199

☐ 200-999

☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000

- ☐
- \$0 - \$50,000

■ \$50,001 - \$100,000

☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

- ☐
- \$0 - \$50,000

■ \$1,000,001 - \$10 million

☐ \$500,000,001 - \$1 billion

Debtor

Firstox Laboratories, LLC

Case number (if known)

Name

☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **Firstox Laboratories, LLC** Case number (if known) _____
Name

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **July 20, 2023**
MM / DD / YYYY

X 
Signature of authorized representative of debtor

John Michael Cataldi
Printed name

Title **Manager**

18. Signature of attorney

X **/s/ Joshua N. Eppich**
Signature of attorney for debtor

Date **July 20, 2023**
MM / DD / YYYY

Joshua N. Eppich 24050567
Printed name

Bonds Ellis Eppich Schafer Jones LLP
Firm name

420 Throckmorton Street, Suite 1000
Fort Worth, TX 76102
Number, Street, City, State & ZIP Code

Contact phone **817-405-6900**

Email address **Joshua@bondsellis.com**

24050567 TX

Bar number and State

**WRITTEN CONSENT OF THE SOLE MEMBER OF
DIVERSIFIED MEDICAL HEALTHCARE, LLC
July 20, 2023**

Pursuant to that certain Operating Agreement of Diversified Medical Healthcare, LLC, dated as of June 25, 2021, and applicable law, the undersigned—being the sole Member (“Member”) of Diversified Medical Healthcare, LLC, a Delaware limited liability company (the “Company”) in lieu of a meeting—does, by written action, hereby consent to the taking of the following actions and does hereby adopt the following resolutions; for the purpose of acknowledging and consenting to the resolutions contained herein.

WHEREAS, Company is the sole shareholder of Premier Medical, Inc. (“Premier”), and sole member of First Lab Acquisition Co. (“First Lab”);

WHEREAS, First Lab is the sole member of Firstox Laboratories, LLC (“Firstox”);

WHEREAS, Company, First Lab, and Member have (i) studied and considered the financial condition of Premier and Firstox (the “Potential Debtors”), (ii) evaluated the Potential Debtors’ alternatives in connection with a possible restructuring, and (iii) reviewed and considered the recommendations of the Potential Debtors’ professionals and advisors with respect to potential avenues for relief that are available to the Potential Debtors, including the possibility of pursuing a restructuring of the Potential Debtors’ business and assets under Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”), and have determined that the filing of a voluntary petition seeking relief pursuant to a case under the Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division, is in the best interests of the Potential Debtors;

WHEREAS, Member has reviewed and analyzed the: (i) Written Consent of Sole Shareholder of Premier Medical, Inc., and (ii) Joint Written Consent of the Member and Manager of Firstox Laboratories, LLC, attached hereto as Exhibits A and B, respectively (collectively, the “Consents”); and

WHEREAS, Member, after due deliberation, has determined that it is necessary and appropriate to provide its prior written consent for the Manager of the Company to execute and deliver the Consents.

NOW, THEREFORE, IT IS RESOLVED, that the Manager of the Company (the “**Manager**”) shall be, and hereby is, authorized, empowered, and directed to execute and deliver the Consents and deliver such other instruments or documents, and to take such further actions that the Manager may deem necessary or appropriate, to accomplish the purpose and intent of the Consents, the execution and delivery of any such documents or instruments, and the doing or causing to be done of such other acts and things, to be conclusive evidence of such due authorization by Company; and be it further

RESOLVED, that any and all actions heretofore or hereafter taken by Company or by any manager, member, director, or officer of Company in connection with the foregoing, be and each of them hereby is ratified, confirmed, and approved.

Dated to be effective this 20th day of July, 2023.

MEMBER

DIVERSIFIED MEDICAL HEALTHCARE, INC.
A Nevada Corporation

By: _____

Name: John Cataldi

Its: Chief Executive Officer

**JOINT WRITTEN CONSENT OF THE MEMBER
AND MANAGER OF FIRSTOX LABORATORIES, LLC
July 20, 2023**

The undersigned manager and sole member of Firstox Laboratories, LLC (“Firstox” or “Company”), in lieu of a meeting, do hereby take the following actions and adopt the following resolutions by written consent (this “Consent”):

Recitals

WHEREAS, John Michael Cataldi (the “Manager”) is the sole manager of Firstox;

WHEREAS, First Lab Acquisition Co., LLC (the “Member”), is the sole member of Firstox;

WHEREAS, the Manager and the Member hereby consent in writing (“Consent”) to and approve the Resolutions set forth herein and each and every action effected thereby.

(A) Voluntary Petition for Chapter 11 Bankruptcy

WHEREAS, the Member and the Manager have evaluated the Company’s alternatives in connection with a possible restructuring and have reviewed and considered the recommendations of the Company’s professionals and advisors with respect to potential avenues for relief that are available to the Company, including the possibility of pursuing a restructuring of the Company’s business and assets under Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”), and have determined that the filing of a voluntary petition (the “Petition”) seeking relief pursuant to a case (the “Chapter 11 Case”) under the Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division (the “Bankruptcy Court”), is in the best interests of the Company;

NOW, THEREFORE, IT IS RESOLVED, that the Company shall be, and hereby is, authorized, empowered, and directed to: (a) file a Petition for relief under the Bankruptcy Code in the Bankruptcy Court and (b) perform any and all such acts as are reasonable, advisable, expedient, convenient, proper, or necessary to effect any of the foregoing;

IT IS FURTHER RESOLVED, that John Michael Cataldi, as the Manager (the “Authorized Person”) is authorized, empowered, and directed to: (a) execute, acknowledge, deliver, and verify the Petition and all other ancillary documents and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution therefore any modifications to the Petition or ancillary documents as the Authorized Person, as his discretion deems necessary, desirable, or appropriate to carry out the intent and accomplish the purposes of these resolutions; (b) execute, acknowledge, deliver, verify, and file or cause to be filed all other petitions, schedules, statements, lists, motions, applications, including any plan of reorganization or motion to sell assets, and other papers and documents necessary or desirable in connection with the

foregoing; (c) execute, acknowledge, deliver, and verify any and all other documents necessary, desirable, or appropriate in connection therewith and to administer the Company's Chapter 11 Case in such form or forms as the Authorized Person may deem necessary or advisable in order to effectuate the purpose and intent of the foregoing resolutions. All actions heretofore taken by the Authorized Person in connection with the subject of the foregoing resolutions be, and hereby are, approved, ratified, and confirmed in all respects as the acts and deeds of the Company;

IT IS FURTHER RESOLVED, that the law firm of Bonds Ellis Eppich Schafer Jones LLP shall be, and hereby is, authorized, empowered, and directed to represent the Company as a debtor and/or debtor-in-possession in connection with any case commenced by or against it under the Bankruptcy Code, and the Authorized Person is authorized and directed to retain on behalf of the Company, upon such terms and conditions as the Authorized Person shall approve, such law firm to represent the Company in connection with the Chapter 11 Case;

IT IS FURTHER RESOLVED, that the Authorized Person is authorized, directed, and empowered to retain such other attorneys, financial advisors, and accountants as the Authorized Person shall deem appropriate in his judgment; and

IT IS FURTHER RESOLVED, that the Authorized Person, on behalf of the Company shall be, and hereby is, authorized, empowered and directed to take or cause to be taken any and all such further action, to execute and deliver any and all such further instruments and documents and to pay all such fees and expenses, as the Authorized Person so acting shall deem appropriate in his judgment to fully carry out the intent and accomplish the purposes of these resolutions.

(B) Debtor-in-Possession Financing

WHEREAS, in the event the Company determines it is in its best interests to enter into certain credit agreements to provide debtor-in-possession credit facilities and any financing agreements necessary to carry out the intent and accomplish the purposes of these resolutions, the Authorized Person is entitled, empowered, and authorized to enter into such agreements;

WHEREAS, the Company anticipates a lender or lenders will require the Company to enter into certain documents related to any debtor-in-possession credit facilities;

NOW, THEREFORE, IT IS RESOLVED, that the Authorized Person is authorized and directed, in the name and on behalf of the Company, to negotiate the form, terms, and provisions of, and to execute and deliver credit agreements relating to debtor-in-possession credit facilities as the Authorized Person in his sole and absolute discretion approves, such approval to be conclusively evidenced by his execution and delivery of such documents relating to debtor-in-possession credit facilities;

IT IS FURTHER RESOLVED, that the Authorized Person is authorized and

empowered to negotiate the form, terms and provisions of, and to execute and deliver for and in the name and on behalf of the Company any and all security documents (including without limitation Uniform Commercial Code financing statements) and any other notices, certificates, instruments, documents, and writing and to do and perform or cause to be done and performed all such other acts as the Member and the Manager shall from time to time deem necessary, advisable, or appropriate in order to (a) consummate debtor-in-possession credit facilities; (b) give or undertake security, assurances, or obligations to lenders in connection with a debtor-in-possession credit facilities; and/or (c) perform and comply with all covenants and agreements and meet and satisfy all conditions and obligations of the Company set forth in any credit agreements or any of the instruments, documents, and agreements executed or delivered by the Company, including as may be required by any credit agreements and any other documents requested by a lender in order to effect the transactions contemplated by such credit agreements; and

IT IS FURTHER RESOLVED, that the Authorized Person is authorized to negotiate, execute, and deliver any amendments, modification, or supplements to, any reaffirmations or, and any waivers or consents under, any credit agreement to which the Company is a party (including without limitation any extensions for any period, any increases, and any restructuring, refinancing, or rearrangement of obligations therewith) in the name of the Company and to take all actions in accordance therewith that the Member and the Manager deem necessary or appropriate;

(C) Further Action

IT IS RESOLVED, that in addition to and without limiting the foregoing, the Authorized Person be, and hereby is, authorized, empowered and directed to take, or cause to be taken, such further action and to execute and deliver, or cause to be executed and delivered, for and in the name and on behalf of the Company, all such further instruments and documents as the Authorized Person, with the advice of counsel, may deem to be necessary or advisable in order to effect the purpose and intent of the foregoing resolutions and to be in the best interest of the Company (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments or documents, as the case may be, by or under the direction of the Authorized Person), and all action heretofore taken by the Authorized Person in connection with the subject of the foregoing resolutions be, and it hereby is, approved, ratified, and confirmed in all respects as the act and deed of the Company.

The undersigned certifies that he is, as applicable, the sole voting member or a Manager of the Company and is legally entitled to approve the foregoing resolutions and that the adoption of such resolutions by written consent of the Member and the Manager is authorized by the organizational documents of the Company and applicable state law.

Dated to be effective this 20th day of July, 2023.

MEMBER

FIRST LAB ACQUISITION CO., LLC


BY: JOHN MICHAEL CATALDI

ITS: Manager

By: 
John Michael Cataldi

BY: DIVERSIFIED MEDICAL HEALTHCARE, LLC

ITS: Member

By: 
Name: John Michael Cataldi

Title: Manager

MANAGER

JOHN MICHAEL CATALDI

By: 
John Michael Cataldi